

BREYER JAMES
Form 4
May 23, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ACCEL VIII LP

(Last) (First) (Middle)

ACCEL PARTNERS, 428
UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMPERVA INC [IMPV]

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/21/2012		J ⁽¹⁾	V Amount 1,599,607 (2)	D \$ 0 1,599,607	D	
Common Stock	05/21/2012		J ⁽¹⁾	314,216	D \$ 0 314,216	I	See footnote ⁽³⁾
Common Stock	05/21/2012		J ⁽¹⁾	138,534	D \$ 0 138,534	I	See footnote ⁽⁴⁾
Common Stock	05/21/2012		J ⁽¹⁾	41,558	A \$ 0 41,558	I	By Brookline Living Trust ⁽⁵⁾
	05/21/2012		J ⁽¹⁾	70,174	A \$ 0 70,174	I	

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Common Stock									By James W. Breyer 2005 Trust <u>(6)</u>
Common Stock	05/21/2012		J ⁽¹⁾	15,352	A	\$ 0	15,352	I	By James R. Swartz <u>(7)</u>
Common Stock	05/21/2012		J ⁽¹⁾	24,358	A	\$ 0	24,358	I	By Homestake Partners L.P. <u>(8)</u>
Common Stock	05/21/2012		J ⁽¹⁾	797	A	\$ 0	797	I	By Pacific Starbuck LLC <u>(9)</u>
Common Stock	05/21/2012		J ⁽¹⁾	34,805	A	\$ 0	34,805	I	By Burn3 LLC <u>(10)</u>
Common Stock	05/21/2012		J ⁽¹⁾	25,588	A	\$ 0	25,588	I	By Ellmore C. Patterson Partners <u>(11)</u>
Common Stock	05/21/2012		J ⁽¹⁾	5,118	A	\$ 0	5,118	I	By ACP Family Partnership L.P. <u>(12)</u>
Common Stock	05/21/2012		J ⁽¹⁾	77,230	A	\$ 0	77,230	I	By ACP 2007 ACCEL-7 GRAT U/A/D 4/2/07 <u>(13)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACCEL VIII LP ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
ACCEL INTERNET FUND IV LP ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
ACCEL INVESTORS 2002 LLC ACCEL PARTNERS 428 UNIVERSTIY AVENUE PALO ALTO, CA 94301		X		
BREYER JAMES C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
ACCEL VIII ASSOCIATES LLC C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
PATTERSON ARTHUR C C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
SWARTZ JAMES R C/O ACCEL PARTNERS 428 UNIVERSITY AVE PALO ALTO, CA 94301		X		

Signatures

/s/ Tracy L. Sedlock, attorney in fact to Reporting
Person

05/23/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents a pro rata distribution by Accel VIII L.P., Accel Investors 2002 L.L.C. and Accel Internet Fund IV L.P. to their respective general and limited partners or members without consideration.
- The securities are held by Accel VIII L.P. Accel VIII Associates L.L.C. ("A8A") is the General Partner of Accel VIII L.P. and has the sole voting and investment power with respect to the shares. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, a director of the Issuer, and James R. Swartz are the Managing Members of and share voting and investment powers in such entities. Each Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of its pecuniary interest therein.
- (2) The securities are held by Accel Internet Fund IV L.P. A8A is the General Partner of Accel Internet Fund IV L.P. and has the sole voting and investment power with respect to those entities. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, a director of the Issuer, and James R. Swartz are the Managing Members of and share voting and investment powers in such entities. Each Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of its pecuniary interest therein.
- (3) The securities are held by Accel Investors 2002 L.L.C. ("AI2002"). James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, a director of the Issuer, and James R. Swartz are the Managing Members of and share voting and investment powers in such entities. Each Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of its pecuniary interest therein.
- (4) Shares are directly owned by the Brookline Living Trust, dated August 7, 2003. Theresia Gouw Ranzetta is a Trustee of the Trust and shares voting and investment powers. Theresia Gouw Ranzetta disclaims beneficial ownership except to the extent of her pecuniary interest therein.
- (5) Shares are directly owned by the James W. Breyer 2005 Trust dated March 25, 2005. James W. Breyer is a Trustee of the Trust and shares voting and investment powers. Mr. Breyer disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (6) Shares are directly owned by James R. Swartz.
- (7) Shares are directly owned by the Homestake Partners L.P. James R. Swartz is a General Partner of Homestake Partners L.P. and has voting and investment powers with respect to such shares. Mr. Swartz disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (8) Shares are directly owned by Pacific Starbuck LLC. Arthur C. Patterson and James R. Swartz are managing members of Pacific Starbuck LLC and share voting and investment powers. Messrs. Patterson and Swartz disclaim beneficial ownership except to the extent of their pecuniary interests therein.
- (9) Shares are directly owned by Burn3 LLC. James R. Swartz is a Manager of Burn3 LLC and has voting and investment powers with respect to such shares. Mr. Swartz disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (10) Shares are directly owned by Ellmore C. Patterson Partners L.P. Arthur C. Patterson is a Manager of the general partner of Ellmore C. Patterson Partners L.P. and has voting and investment power with respect to such shares. Mr. Patterson disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (11) Shares are directly owned by the ACP Family Partnership L.P. Immediate family members of Arthur C. Patterson are beneficial holders of ACP Family Partnership L.P., and Mr. Patterson may be deemed to exercise voting and investment power over such shares. Mr. Patterson disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (12) Shares are directly owned by ACP 2007 ACCEL-7 GRAT U/A/D 4/2/07. Arthur C. Patterson is a Trustee of the Trust and shares voting and investment powers. Mr. Patterson disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (13)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.